

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REDEYE INTERACTIVE, INC.", CHANGING ITS NAME FROM "REDEYE INTERACTIVE, INC." TO "VERANT INTERACTIVE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF FEBRUARY, A.D. 1999, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



2951152 8100
991049827

A handwritten signature in cursive script, reading "Edward J. Freel".

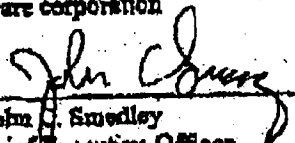
Edward J. Freel, Secretary of State

AUTHENTICATION: 9564849
DATE: 02-08-99

TRADEMARK
REEL: 1889 FRAME: 0821

IN WITNESS WHEREOF, said RedEye Interactive, Inc. has caused this certificate to be signed by John C. Smedley, its Chief Executive Officer, this 5 day of February, 1999.

REDEYE INTERACTIVE, INC., a
Delaware corporation

By: 
John C. Smedley
Chief Executive Officer

ARL@REDEYEINTERACTIVE.COM